

NATIONAL RAILWAY EQUIPMENT CO.



HOME OFFICE: 14400 S. ROBEY STREET · P. O. BOX 2270 · DIXMOOR, ILLINOIS 60426
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

January 13, 2006

RECORDATION NO. 26126 FILED

JAN 17 '06

4-47 PM

SURFACE TRANSPORTATION BOARD



Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423-0001

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original and one counterpart of the memorandum of lease agreement and the schedule of equipment for a locomotive lease agreement dated December 30, 2005, a primary document under the Board's recordation regulations.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.
P.O. Box 2270
Dixmoor, IL 60426

Lessee: Rail Power Services LLC
23510 47th Avenue East
Spanaway, Washington

A description of the equipment covered by the Lease Agreement is as follows:

One EMD SW-1200 Switcher Locomotive bearing road # NREX 3541

A short summary of the document to appear in the index is as follows:

"Locomotive Lease Agreement"

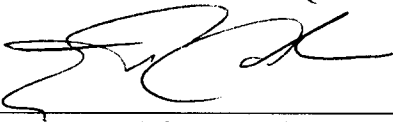
Also enclosed is a check in the amount of \$33 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date stamp and return an original copy after recordation to:

Ethan Crooks
National Railway Equipment Co.
14400 South Robey Street
P.O. Box 2270
Dixmoor, IL 60426

Sincerely yours,

NATIONAL RAILWAY EQUIPMENT CO.

By: 

Ethan Crooks

JAN 17 '06

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MEMORANDUM OF LEASE AGREEMENT
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 30, 2005, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and RAIL POWER SERVICE LLC, a Washington limited liability company ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described herein.

Each Locomotive is fully-described in a certain Lease Agreement dated as of December 30, 2005 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LESSEE:**RAIL POWER SERVICES LLC**By: 

Name: Rob Barrow

Title: Manager

LESSOR:**NATIONAL RAILWAY EQUIPMENT CO.**By: 

Name: James M. Wurtz, Jr.

Title: Vice President

WITNESS WHEREOF, the parties have executed this Lease the day and year first mentioned above.

LESSOR:

NATIONAL RAILWAY EQUIPMENT CO.

BY: 

NAME: James M. Wurtz, Jr.

TITLE: Vice President

ATTEST: Robert E. Loewer, Jr.

BY: 

TITLE: Director of Finance

(Corporate Seal)

LESSEE:

RAIL POWER SERVICES LLC

BY: 

NAME: Rob Barrow

TITLE: Manager

ATTEST:

BY: _____

TITLE: _____

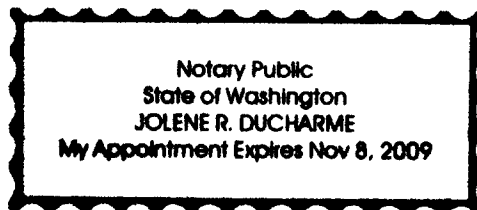
(Corporate Seal)

STATE OF WASHINGTON)
COUNTY OF PIERCE) SS.

On this 30th day of December, 2005, before me appeared Rob Barrow, the person who signed this instrument who acknowledged that he is the Manager of Rail Power Services and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said limited liability company.

Notary Public Jolene R. DuCharme

[Seal]



My Commission Expires:

Nov. 8, 2009

STATE OF ILLINOIS)
) SS.
COUNTY OF WILL)
Cook

On this 30th day of December, 2005, before me appeared James Wente, the person who signed this instrument who acknowledged that (s) he is an officer of **NATIONAL RAILWAY EQUIPMENT CO.** and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Robert E. Loewer, Jr.

Notary Public

[Seal]




My Commission Expires:

SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: RAIL POWER SERVICES LLC

Approved by: 
(Lessee to initial each page)

Attached to Bill of Sale dated:

Equipment Located at:

_____ BNSF's Yard in Interbay, Washington

Equipment Schedule No.: See Schedule "A"

<u>Manufacturer and/or Vendor Name & Invoice Number</u>	<u>Equipment Description</u>
National Railway Equipment Co.	EMD SW-1200 Switcher Locomotive NREX 3541